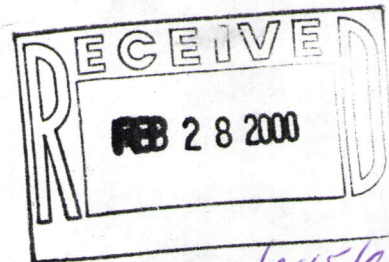


Clifton Mining Company

70 West Canyon Crest Rd. Suite D.
Alpine, Utah 84004
(801) 756-1414 Fax (801) 756-5454



February 24, 2000

Glenn A. Carpenter
United States Department of the Interior
Bureau Of Land Management
Salt Lake District Office
2370 South 2300 West
Salt Lake City, UT 84119

RE: Reference U-73999 3809, (UT-023).

Additional Information As Requested

Dear Mr. Carpenter:

We are in receipt of your letter dated January 27, 2000 and hereby reply to reference U-73999 3809, (UT-931). This letter constitutes Clifton Mining Company's ("Clifton") official response with additional clarifying information.

Water Rights

Stipulation 10. Clifton will update the title with the Division of Water Rights. Also, please see exhibit A which clearly shows that we now own and are the officers and directors of Woodman Mining Company, which owns the Cane Springs patented mining claims where the water is located as well as the other two water rights. As was stated before, Clifton has no water problem. Clifton owns sufficient water rights to accommodate any milling operation that is approved for the site. Clifton owns three separate water rights that feed the mill:

- 1). Cane Springs certificate # 3139 which allows Clifton 0.033 CFS.
- 2). Cane Springs Shaft Water Claim 18-268 which allows 0.022 CFS.
- 3). Cane Springs Shaft Water Claim 18-323 which allows 0.266 CFS.

The first water claim was originally filed by Clark H. Wilson for use in the Gold Hill Mill and was purchased by Clifton with the purchase of the mill. The water right as listed on the actual

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JUN 12 2000

DIVISION OF
OIL, GAS AND MINING

certificate of appropriation of water from September 27, 1935 under "Nature of Use" does list mining. But, under in the actual description of use it clearly states that the water will be used in the plant for the purpose of separating minerals and also to convey the tailings from the mill to the tailings dump. So we do not believe we need to update the described use.

The majority of the water rights are owned directly under the name of Woodman Mining Company and as you can see from exhibit A, we own Woodman Mining Co. The combined water rights give Clifton the rights to thousands and thousands of gallons of water per hour, more than sufficient to run the proposed milling operation.

Fuel Tank

Stipulation 14: As requested, please see exhibit B for the fuel spill containment proposal schematic.

Mill site

Stipulation 23: A detailed map has already been submitted to the BLM by Clifton. No material changes in the mill site area plan have been made. The fence and the buildings are all as was submitted on the last map. If you have misplaced the copy or need an additional copy, please ask us and an additional copy will be made for you.

A) Because the mineral processing mill we purchased was located on said property we have had no choice but to occupy the same. We have in fact properly filed mill site claims and have paid the annual fees to hold such. We have offered to trade property (in the same area) to the BLM, for the mill property at a net gain of 100% more property to the American public, but BLM officials have counter offered to just sell the property to Clifton instead. Which sell, as yet has not come to fruition.

B) We do not know how our occupancy meets regulations 43 CRF 3715.2 because you did not include the regulations as you said you would.

C) We are not proposing to place any other structures on the mill site area other than those already laid out on the current site map of the area. There are only two permanent structures in the mill site area and they are the two mill buildings. The lab trailer etc. are trailers and as such can easily be moved once mining operations are completed.

D) It is obvious that since there is large equipment running at a constant rate inside the mill area, when the operation is running, that fences and signs be placed at certain points to provide safety for the public. There are millions of acres of open property on every side of the mill site area for the public to do whatever they would like to do in, we don't think it necessary that they stand in the middle of our small milling operation.

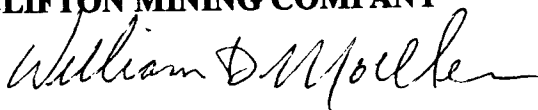
E) The location of the mill site has in now way inhibited the public right-of-ways, since there have never been any roads through the mill site area. There is a road that does traverse around the property on the north side. The fence has been strategically placed around the mill site so as not to inhibit the public from traveling through the area.

F) Clifton is still in the mode of expanding mineral reserves on it's properties and as such cannot yet estimate when milling operations will be finished.

G) Clifton will work to maintain the mill site property in an orderly state.

Sincerely,

CLIFTON MINING COMPANY



William D. Moeller, President

WDM/kwm

cc: Tom Munson
Utah Division of Oil, Gas and Mining

Exhibit (B)

CLIFTON MINING COMPANY
Diagram of Proposed Diesel Fuel Tank and Associated Containment Area
24 February 2000

Tank volume = 1000 cubic feet

Berm contained volume = 1200 cubic feet

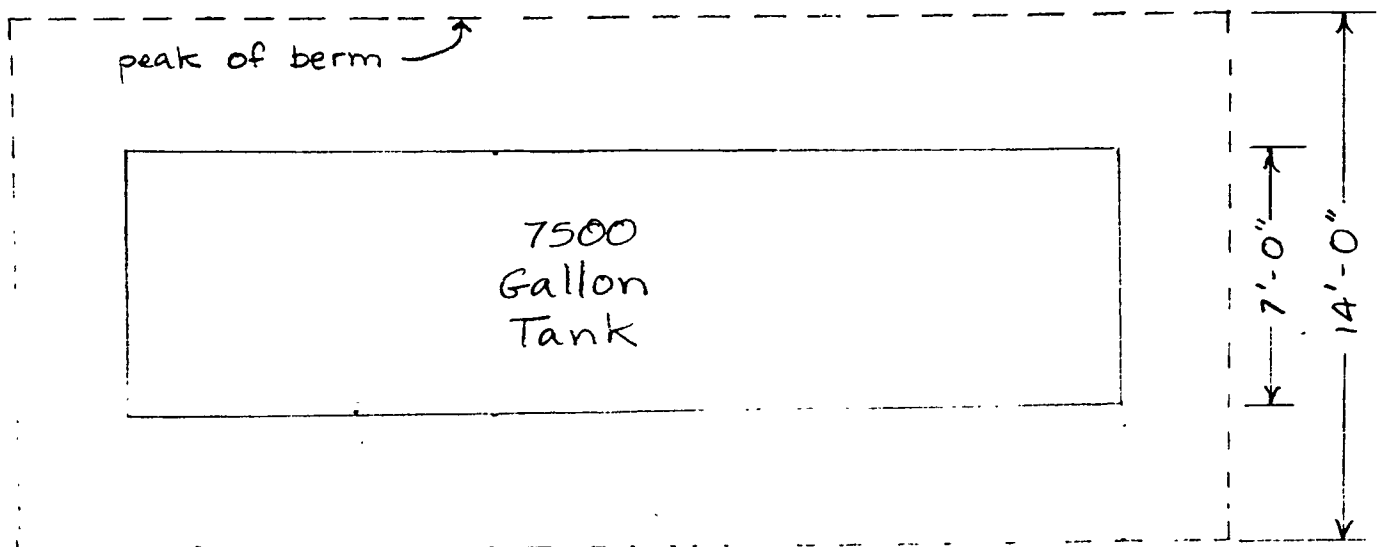
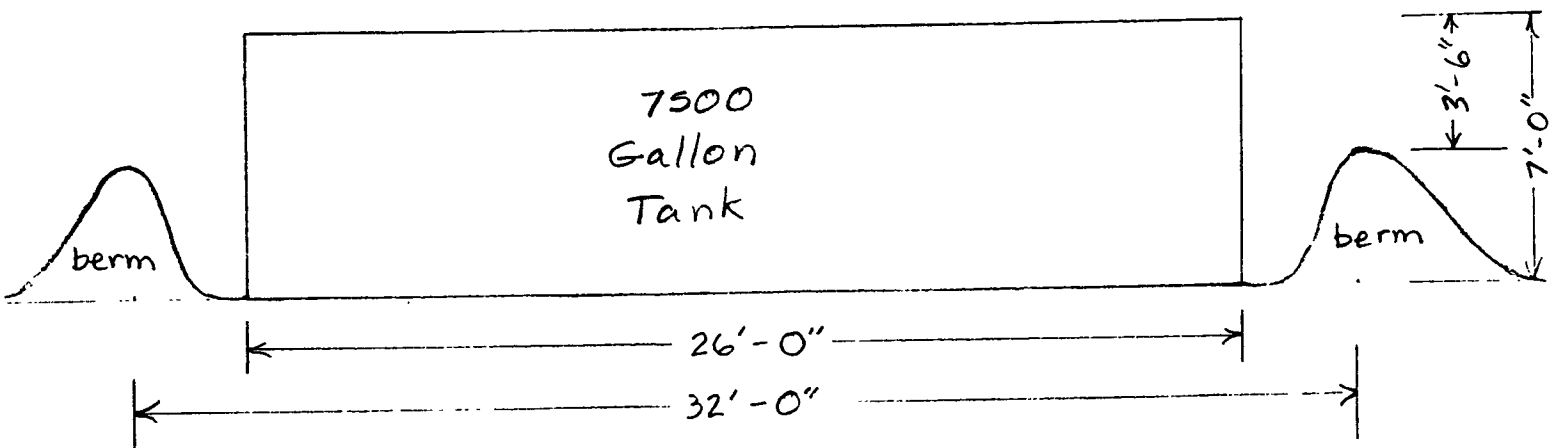
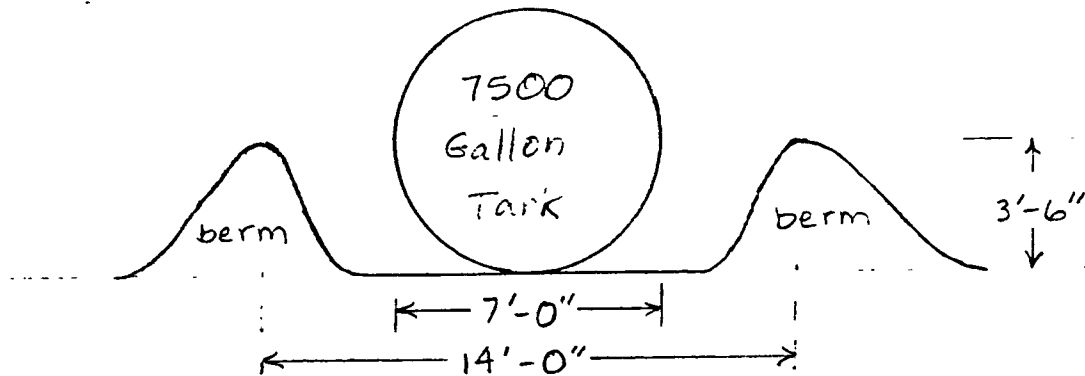


Exhibit (A)

Utah Department of Commerce
Division of Corporations & Commercial Code
Person: 160 East 300 South, 1st Floor
Salt Lake City, Utah 84111
Fax: (801) 530-6111
Web site: <http://www.commerce.state.ut.us>



PROFIT CORPORATION ANNUAL REPORT

The following information is on file in this office. All profit corporations must file their annual reports and corrections within the month of their anniversary date. Failure to do so will result in Delinquency, Revocation or Involuntary Dissolution of the corporate charter.

THIS BOX MUST BE COMPLETED

CORPORATE NAME, REGISTERED AGENT, REGISTERED OFFICE, CITY, STATE & ZIP
CORPORATION # 006610
D 10/14/07
WOODMAN MINING COMPANY THE
SCOTT S MOELLER
70 W CANYON CREST RD NO D
ALPINE UT 84004

MAKE ALL CORRECTIONS IN THIS COLUMN

Print New Agent Name: _____ NEW AGENT MUST SIGN ABOVE

NEW REGISTERED STREET ADDRESS REQUIRED: _____

New City: _____ REGISTERED AGENT MUST BE IN UTAH _____ (Zip) _____

WHEN CHANGING THE REGISTERED AGENT THE NEW AGENT MUST SIGN.

INCORPORATED IN THE STATE AND UNDER THE LAWS OF UTAH

ADDRESS OF THE PRINCIPAL OFFICE IN THE HOME STATE:
70 W CANYON CREST RD NO D
ALPINE UT 84004

Street Address: _____ (State or Country): _____
(City): _____ (Zip): _____

BUSINESS PURPOSE: COAL MINING SERVICES

DOMESTIC, PROFIT CORPORATIONS ARE REQUIRED TO LIST A CORPORATE OFFICER

OFFICERS	
PRESIDENT	WILLIAM D MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004
VICE PRESIDENT	KEITH W MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004
SECRETARY	SCOTT S MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004
TREASURER	SCOTT S MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004

ALL DOMESTIC CORPORATIONS MUST LIST THREE (3) DIRECTORS UNLESS THEY FALL UNDER THE EXCEPTIONS STATED IN SECTION 16-10a-803(i) or (ii).

DIRECTORS	
DIRECTOR	WILLIAM D MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004
DIRECTOR	KEITH W MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004
DIRECTOR	SCOTT S MOELLER
ADDRESS	70 W CANYON CREST RD NO D
CITY, STATE & ZIP	ALPINE UT 84004

Under penalties of perjury and as an authorized officer, I declare that this annual report and, if applicable, the statement change of registered office and/or agent, has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete.

15. BY _____
16. _____
17. _____

IF THERE ARE NO CHANGES FROM THE PREVIOUS YEAR, AND YOU HAVE ALL CORPORATE REQUIREMENTS FILLED PERTAINING TO OFFICER AND DIRECTOR INFORMATION YOU MAY DETACH THE COUPON BELOW, AND RETURN IT IN THE ENCLOSED ENVELOPE WITH YOUR PAYMENT. YOU MAY KEEP THE ABOVE REPORT FOR YOUR RECORDS.